

Exhibit M

9/14/06

**DISCRETIONARY POWER OF ATTORNEY
AND
INVESTMENT REPRESENTATIONS**

The undersigned hereby constitutes and appoints Amerindo Investment Advisors Inc. ("Amerindo") as its Purchaser Representative and as its attorney-in-fact with full discretion to act on behalf of the undersigned in evaluating the merits and risks of an investment by the undersigned in shares of the Series A Preferred Stock (the "Preferred Shares") of StarBase Corporation, a Delaware corporation (the "Company"). As such, Amerindo shall have full power and authority to act for the undersigned in evaluating the proposed investment, in definitively determining the suitability of the investment for the undersigned and in executing and delivering for and on behalf of the undersigned any and all documents (including a Stock Purchase Agreement and an Investor Rights Agreement) which may be required, and in doing all other things which may be necessary or appropriate, in connection with the investment by the undersigned of not to exceed \$500,000 for the Preferred Shares, at a price of not to exceed \$1.00 per share.

The undersigned hereby warrants and represents to the Company, to Amerindo and to their respective agents and representatives as follows:

1. The undersigned is an individual whose net worth significantly exceeds \$1,000,000. The overall net worth of the undersigned is such that the undersigned is able to bear the economic risk of this investment.
2. The undersigned has known Amerindo and its principals for at least the past five years, and has been an investment advisory client of Amerindo or of one of its affiliates for at least that period of time.
3. The undersigned is aware that the investment is highly speculative and carries with it a risk that the entire investment of the undersigned could be lost. The undersigned has determined, nonetheless, that, subject to definitive determination by Amerindo at the time of investment, this investment is suitable for it. The undersigned has adequate financial resources for an investment of this character.
4. The undersigned has no need for immediate liquidity in this investment and is able to bear the economic risk of its investment for an indefinite period of time. Even though the investment by the undersigned will carry with it certain registration rights which may entitle the undersigned in the future to register the Common Shares into which the Preferred Shares are convertible (the "Common Shares"), and even though the Common Stock of the Company is currently listed on the Vancouver Stock Exchange, the undersigned has been advised and is aware that the Preferred Shares and the Common Shares into which the Preferred Shares are convertible will be "restricted securities" (so that their transfer will be prohibited absent registration or exemption from registration), that there is currently no public

market for the Preferred Shares or for the Common Shares into which the Preferred Shares may be converted, that the Common Shares into which the Preferred Shares may be converted will not be listed on the Vancouver Stock Exchange and that it cannot be guaranteed that such Shares will become listed or traded on any other exchange or quotation system, and that it cannot be guaranteed when or whether any public market for the Shares will develop. Accordingly, it may not be readily possible to liquidate the undersigned's investment.

Lily Cates
Full name(s) as they should appear on share certificate

[REDACTED]

Address of Permanent Residence

Dated: September 1, 1994.

x 
Subscriber's Signature
[R7620]